

Exhibit B

Certificate of Merger between Mikecon Corp. and Getty Petroleum Marketing Inc.
(January 25, 2001)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MIKECON CORP.", A DELAWARE CORPORATION,

WITH AND INTO "GETTY PETROLEUM MARKETING INC." UNDER THE NAME OF "GETTY PETROLEUM MARKETING INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3348327 8100M

AUTHENTICATION: 0935266

010039868

DATE: 01-25-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/25/2001
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CERTIFICATE OF MERGER

OF

MIKECON CORP.

AND

GETTY PETROLEUM MARKETING INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Mikecon Corp., which is incorporated under the laws of the State of Delaware;
and

(ii) Getty Petroleum Marketing Inc., which is incorporated under the laws of the State of Maryland.

2. An Agreement and Plan of Merger, dated as of November 2, 2000 (the "*Merger Agreement*"), by and among OAO LUKOIL ("*Parent*"), LUKOIL International GmbH, LUKOIL Americas Corporation ("*LUKOIL Americas*"), Mikecon Corp., a direct, wholly owned subsidiary of LUKOIL Americas ("*Mikecon*"), and Getty Petroleum Marketing Inc. ("*Getty*") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Mikecon in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Getty in accordance with the laws of the State of Maryland.

3. The name of the surviving corporation in the merger herein certified is Getty Petroleum Marketing Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Maryland.

4. The certificate of incorporation of Getty, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Merger Agreement is on file at the office of the surviving corporation, the address of which is as follows:

Getty Petroleum Marketing Inc.
125 Jericho Turnpike
Jericho, New York 11753
Attention: Vincent DeLaurentis, President

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request, and without cost, to any stockholder of each of the constituent corporations.

7. The surviving corporation: does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Mikecon, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of Mikecon as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Getty Petroleum Marketing Inc.
125 Jericho Turnpike
Jericho, New York 11753
Attention: Vincent DeLaurentis, President

8. The merger shall be effective on the date of filing of this certificate.

Dated: January 25, 2001

MIKECON CORP.

By /s/ Vadim Gluzman
Name: Vadim Gluzman
Title: Chairman and Chief Executive Officer

GETTY PETROLEUM MARKETING INC.

By /s/ Vincent J. DeLaurentis
Name: Vincent J. DeLaurentis
Title: President and Chief Operating Officer